

BEFORE THE NEVADA GAMING COMMISSION
AND THE STATE GAMING CONTROL BOARD

In the Matter of

STRATOSPHERE CORPORATION

(Registration)_____

REVISED ORDER OF REGISTRATION

THIS MATTER came on regularly for hearing before the State Gaming Control Board ("Board") on August 5, 1998, and before the Nevada Gaming Commission ("Commission") on August 20, 1998, at Carson City, Nevada; and

THE BOARD AND COMMISSION having considered all information pertinent hereto;

IT IS HEREBY ORDERED BY THE NEVADA GAMING COMMISSION UPON THE RECOMMENDATION OF THE STATE GAMING CONTROL BOARD:

1. THAT the following applications, as amended and supplemented, have been filed:
 - a. The application of Stratosphere Corporation for an amendment to its Order of Registration;
 - b. The applications of Carl Celian Icahn and Bradford Todd Whitmore for approval to acquire control of Stratosphere Corporation and for findings of suitability as shareholders and controlling shareholders of Stratosphere Corporation; and

c. The applications of Nevar LLC, Nybor Limited Partnership and Sky High LLC for approval to acquire control of Stratosphere Corporation and for findings of suitability as shareholders of Stratosphere Corporation.

2. THAT the Order of Registration of Stratosphere Corporation, dated March 21, 1996, is hereby amended and restated, in its entirety, by this Revised Order of Registration.

3. THAT Stratosphere Corporation is registered as a publicly traded corporation and is found suitable as the sole shareholder of Stratosphere Gaming Corp.

4. THAT Nevar LLC, Nybor Limited Partnership and Sky High LLC are each approved, pursuant to NGC Regulation 16.200, to acquire control of Stratosphere Corporation, and are each found suitable, pursuant to NRS 463.643, as shareholders of Stratosphere Corporation.

5. THAT Carl Celian Icahn is approved, pursuant to NGC Regulation 16.200, to acquire control of Stratosphere Corporation and is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a shareholder and a controlling shareholder of Stratosphere Corporation.

6. THAT Bradford Todd Whitmore is approved, pursuant to NGC Regulation 16.200, to acquire control of Stratosphere Corporation and is found suitable, pursuant to NRS 463.643 and NGC Regulation 16.400, as a shareholder and controlling shareholder of Stratosphere Corporation.

7. THAT Stratosphere Gaming Corp. is licensed to conduct nonrestricted gaming operations at the Stratosphere Tower, Hotel and Casino, 2000 Las Vegas Boulevard South, Las Vegas; and is licensed to receive a percentage of revenues from the Leroy's Horse and Sports Place participating sports pools and to receive a percentage of revenues from the race book and pari-mutuel wagering activities of the Leroy's Horse and Sports Place race book and pari-mutuel wagering operations at the Stratosphere Tower, 2000 Las Vegas Boulevard South, Las Vegas.

8. THAT Stratosphere Corporation shall establish and maintain a compliance committee for the purpose of, at a minimum, performing due diligence, determining the suitability of relationships with other entities and individuals, and to review and ensure compliance by Stratosphere Corporation, its subsidiaries and any affiliated entities, with the Nevada Gaming Control Act ("the Act"), as amended, the Commission's Regulations, as amended (the "Regulations"), and the laws and regulations of any other jurisdictions in which Stratosphere Corporation, its subsidiaries and any affiliated entities operate. The compliance committee plan, any amendments thereto, and the members, one such member which shall be independent, shall be administratively reviewed and approved by the Chairman of the Board, or his designee. Furthermore, upon request of the Chairman of the Board, or his designee, Stratosphere Corporation, shall amend the compliance committee plan, or any element thereof, and perform such duties as may be assigned by the Chairman of the Board, or his designee related to a review of activities relevant to the continuing qualification of Stratosphere Corporation, under the provisions of the Act and Regulations.

9. THAT Stratosphere Corporation shall fund and maintain with the Board a revolving fund in the amount of \$10,000, for the purpose of funding investigative reviews by the Board for compliance with the terms of this Order of Registration. Without limiting the foregoing, the Board shall have the right, without notice, to draw upon the funds of said account for the payment of costs and expenses incurred by the Board and its staff in the surveillance, monitoring and investigative review of all activities of Stratosphere Corporation, and Stratosphere Gaming Corp., their subsidiaries and their affiliated companies.

10. THAT pursuant to NRS 463.625, Stratosphere Corporation is exempted from compliance with NRS 463.585 through NRS 463.615, inclusive, and shall instead comply with NRS 463.635 through NRS 463.645, inclusive.

11. THAT Stratosphere Corporation is exempted from NGC Regulation 15 and shall instead comply with NGC Regulation 16.

12. THAT the Commission hereby expressly finds that the exemptions granted hereinabove are consistent with the State policy set forth in NRS 463.0129 and NRS 463.489.

ENTERED at Carson City, Nevada, this 20th day of August, 1998.